MINUTES

Meeting of the MassDOT Board of Directors and Joint Meeting of the MassDOT Board of Directors and the Fiscal and Management Control Board

September 17, 2018

Chair Stephanie Pollack called the MassDOT Board of Directors (Board) to order at 11:08 a.m.

Those present were Chair Stephanie Pollack, Directors Steven Poftak, Tim King, Dean Mazzarella, Robert Moylan, Betsy Taylor, Monica Tibbits-Nutt, Brian Shortsleeve (arrived at 12:05 p.m.), Dean Mazzarella (arrived at 11:38) and Joseph Sullivan being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Highway Administrator Jonathan Gulliver, Registrar Erin Deveney, Aeronautics Administrator Jeffrey DeCarlo, Rail and Transit Administrator Astrid Glynn, MassDOT Chief Financial Officer David Pottier, Fiscal and Management Control Board (FMCB) Chair Joe Aiello, FMCB Director Brian Lang, General Manager Luis Ramirez, former Director Ruth Bonsignore, Owen Kane, Marie Breen, Jim Eng, Nathan Peyton, John Dalton.

Chair Pollack opened up the public comment session.

The first speaker, MBTA Advisory Board Duxbury Representative Richard Prone, commented on implementing late evening trains on the Greenbush, Kingston/Plymouth and Middleboro/Lakeville lines.

Next, TRU member Louise Baxter commented on pedestrian bike paths.

Next, Chris Dempsey Director of Transportation for Massachusetts Coalition, commented on moving busses faster on MassDOT roads.

Next, A Better City Project Manager Glen Berkowitz and Harry Maddison, commented on the Allston Multi-Modal project.

Next, former Transportation Secretary Fred Salvucci commented on the Allston Multi-Modal project and the Red/Blue Line Connector.

Next, Christiana Lachiusa from Livable Streets Alliance commented on short-term transit improvements and Chelsea fare mitigation.

Next, Marilyn McNabb commented on bicycle path construction and bicycle path regulations.

Next, former Adivsory Board representative David Chara commented on the Chelsea Bridge and Chelsea transportation issues.

Next, Gaylen Mook commented on Allston Multi-Modal Project and extension of commuter rail weekend pass.

Lastly, former Chelsea City Councilor and Green Roots Executive Director Roseanne Bongiovanni commented on Chelsea transportation inequities.

Next, was the approval of the minutes of the July 16, 2018 meeting.

On motion duly made and seconded, it was:

VOTED: To approve the minutes of July 16, 2018.

Next, Chair Pollack provided the Report of the Secretary/CEO, Chair Pollack updated the Board on: MassDOT's and MBTA's response and assistance to the recent Merrimack Valley gas leaks, fires and explosions; MassDOT Intern Transportation Institute; Rail Trail Investments; Safe Routes to School Program; Bike Plan; Pedestrian Plan; MBTA Rail Vision; Focus 40 and the Moving Together 2018 Workshop and Conference.

Chair Pollack concluded her remarks recognizing former MassDOT Board Member Ruth Bonsignore for her service as Vice Chair of the MassDOT Board and as Chair of the Capital Programs Committee. Ms. Bonsignore thanked her fellow Board Members for being stewards to the MBTA and MassDOT and for their dedication and devotion to their positions.

Next, the Chair called upon Highway Administrator Jonathan Gulliver to present Agenda Item 3, Report of the Highway Administrator. Mr. Gulliver provided the Board construction updates on: Commonwealth Avenue over I-90;

Methuen Rotary Reconstruction; Cape Cod Rail Trail – Bass River Bridge; Toll Reciprocity and AET. Mr. Gulliver concluded with a Central Artery Repair and Maintenance Fund (CARM) update, as set forth in the attached document labeled "Highway's Administrator's Report, September 17, 2018." Discussion ensued.

Next, the Chair called upon Registrar of Motor Vehicles to present Agenda Item 4, Service Center Updates. Ms. Deveney discussed July and August 2018 service center performance and ATLAS Release 2 Vehicle Services Schedule.

Ms. Deveney concluded with addressing the recent the State Auditor's Report inaccuracies on some findings, specifically issuing driver's licenses to deceased people, as set forth in the attached document labeled "RMV Update, September 17, 2018." Discussion ensued.

Next, Chair Pollack called upon Rail and Transit Administrator Astrid Glynn to present Agenda Item 5, Report of the Rail and Transit Administrator as it relates to Regional Transit Authorities (RTAs). Ms. Glynn commenced the presentation with the background of how RTAs are funded. Ms. Glynn continued with a background of RTA ridership and overview of new budget provisions and what new legislation provides.

Ms. Glynn concluded with announcement of the formation of a new RTA task force and its responsibilities and next steps, as set forth in the attached

document labeled “Regional Transit Authorities: New Metrics and Funding Provisions in FY19 Budget, September 17, 2018.” Discussion ensued. Director Sullivan requested a breakdown of RTA ridership.

Next, Chair Pollack introduced Agenda Item 6, a Discussion of the Administrators’ Salaries. Ms. Pollack noted that Section 29C of the MassDOT enabling statute, Chapter 6C, required Board approval of the four administrators’ salaries. The Baker/Polito Administration has approved a 1% raise for managers, and with the Board’s approval, the Secretary would like to give the administrators’ the same increase, as set forth in the attached document labeled “Memo in support of 1% increase in Administrators’ salaries.” Discussion ensued.

On motion duly made and seconded, it was:

VOTED:

That the Board of Directors hereby approves the salaries of the Division Administrators for Highway, Registry, Aeronautics and Rail & Transit as presented during the September 17, 2018 Board Meeting.

Next, Chair Pollack called upon Chief Financial Officer David Pottier to present Agenda Item 7, Potential Swap Termination/Bond Restructuring. Mr. Pottier provided the overall current Mass Highway System (MHS) profile. Mr.

Pottier continued with a very detailed process to undertake this transaction and next steps and schedule, and concluded with a summary of savings as set forth in the attached document labeled "$462,575,000* Massachusetts Department of Transportation Metropolitan Highway System Revenue Refunding Bonds (Subordinated) Commonwealth Contract Assistance Secured 2018 Series B, September 17, 2018." Discussion ensued.

Next, Chair Pollack asked Mr. Gulliver to return to the podium to present Agenda Item 8, Longfellow Settlement and Fore River Bridge Update. Mr. Gulliver provided an overview of the two projects that required settlements. Mr. Gulliver provided a timeline for the for the Fore River Bridge and factors that impacted the schedule – sheave fabrication and prescriptive design in BTC. Mr. Gulliver concluded with the settlement summary. Discussion ensued.

Next, Mr. Gulliver provided a background and history of the Longfellow Bridge project. Mr. Gulliver continued with the issues and factors that led to logistical issues which impacted the project schedule, concluding with a summary of the settlement summary, as set forth in the attached document labeled "Fore River Bridge, Longfellow Bridge Update, September 17, 2018." Discussion ensued.

On motion duly made and seconded, it was:

VOTED:

That the Board of Directors hereby approves and authorizes the Secretary, or her designee, to execute in the name and on behalf of the Massachusetts Department of Transportation, the instruments, agreements and other documents necessary to effectuate the legal settlement of the matter referred to as the Longfellow Bridge Project as presented during the September 17, 2018 Board Meeting.

Next, Chair Pollack next called upon Acting Director of Labor Relations Maria Rota to discuss Agenda Item 9, NAGE Collective Bargaining Agreement. Ms. Rota provided an overview of Bargaining Unit A Agreement consisting of unit makeup, negotiations timeline with a final member ratification date of August 25, 2018. The term of the agreement is from July 1, 2017 to June 30, 2020 with a 2% wage increase in 2017, 2018 and 2019 at a cost of $5,910,646.00, as set forth in the attached document labeled “Unit A NAGE, Collective Bargaining Agreement, September 14, 2018.” Discussion ensued.

On motion duly made and seconded, it was:

VOTED:

That the Secretary be authorized to enter into and execute all related documents on behalf of MassDOT, to implement a Collective Bargaining Agreement with the National Association of Government Employees (Unit A) for the term from July 1, 2017 to June 30, 2020 incorporating the terms and conditions outlined in the Memorandum of Agreement initialed on August 8, 2018;

That the Secretary be authorized to enter into and execute, on behalf of MassDOT, a Memorandum of Agreement for operational enhancements in the REAL ID and ATLAS implementation.

Next, Chair Pollack informed the Board that Agenda Item 10, Draft Pedestrian Plan Update, will not be presented at the meeting but is available in their Board Books.

Next, Agenda Item 11, Appointment of a Vice Chair for the MassDOT Board. Chair Pollack nominated MassDOT Director Betsy Taylor as Vice Chair of the MassDOT Board of Directors.

On motion duly made and seconded, it was:

VOTED: to name Director Betsy Taylor as Vice Chair of the MassDOT Board of Directors

Next, Chair Pollack announced that she has named Director Steven Poftak and Director Robert Moylan as Co-Chairs of the Capital Programs Committee, in lieu of Director Bonsignore's departure.

At the call of Chairman Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 1:31 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors (Board) Meeting for Joint Board presentations.

Secretary Pollack called upon Chair Aiello to present Agenda 12, Report from the Fiscal and Management Control Board. Chair Aiello provided the Board with actions taken and topics discussed and at the last three meetings of the FMCB.

Chair Aiello stated that on July 16, the FMCB received updates on the Red/Orange Line Program, Safety, Commuter Rail Vision, Commuter Rail Performance and the Better Bus Initiative.

Chair Aiello continued, that on August 13, the FMCB received updates on Pay Go Capital, Bond and Debt Portfolio, Red/Orange Line Future Reliability Planning, Ridership, AFC 2.0, Commuter Rail Performance and Bus Service Planning. Additionally, the FMCB voted on a new Capital Expense Policy, a land sale adjacent to the Newburyport Commuter Rail station and the purchase of diesel fuel for commuter rail operations.

Chair Aiello concluded that at the September 10 meeting, the FMCB received updates on parking rate changes, Alewife Garage project, Late Night Pilot, improvements to the MBTA BackONTRack performance data, Transit Asset Management Plan and LEAN. Additionally he noted that contracts were approved for the Green Line Type 10 vehicles Engineering and Program Management Services and for Engineering Services for the Red Line Number 3

Car Reliability Program. Additionally, it was announced that the $10 Commuter Rail weekend rate would be extended through December 2018.

Next, Chair Pollack called upon MassDOT Deputy Rail Administrator Jim Eng to present Agenda item 13, South Coast Rail (SCR) Update. Mr. Eng provided the Board with a list of the FY19 deliverables which included: completion of design for Phase I by May 31, 2019; finalization of permitting; acquisition of all land needed for stations, layovers, row and signals equipment; procurement of long-lead items (special trackwork); awarding and the start of construction on early action projects (culverts and 4 bridges); the laying of groundwork for FY20 major construction projects and the establishment of a procurement process for coaches. Mr. Eng continued with the planned FY2019 spending and program management.

Mr. Eng concluded with early action organization status and indicated that he himself will lead this program team after being recommended by the Secretary and the General Manager, as set forth in the attached document labeled “South Coast Rail – Phase I Service Project Briefing, September 17, 2018.” Extensive discussion ensued.

Chair Aiello requested a detailed discussion within the next two weeks of how the MBTA/MassDOT is going to understand and manage the risk and also

the assurance to make sure there is independent and appropriate signoffs among all the agencies involved at every step of the way.

On motion duly made and seconded, it was:

VOTED:

Effective September 17, 2018, the Fiscal and Management Control Board (the "Board") hereby delegates to the General Manager, or his designee, the authority to execute in the name and on behalf of the Massachusetts Bay Transportation Authority ("MBTA"), all construction contracts and agreements and all real estate takings, acquisitions, instruments and agreements related to the South Coast Rail Project, with a value of $3,000,000 or less; provided, however, that any change orders, extra work orders, and amendments to any such agreements that increase the initial contract amount above $3,000,000 shall require approval of the Board, and further, that any change orders, extra work orders and amendments to any such contract that increase a contract with an initial value of more than $3,000,000 by ten percent or more, shall require approval of the Board.

VOTED:

Except for construction contracts and real estate agreements identified above, the General Manager, or his designee, is authorized to execute in the name and on behalf of the MBTA, all contracts, instruments, and other agreements with a value of $1,000,000 or less, related to the South Coast Rail Project, including professional services, permits, licenses, grant applications and approvals, employment agreements, purchase orders and contracts for the purchase of goods and materials, requests for reimbursements, including, but not limited to, reimbursements from federal agencies, agreements with other political subdivisions, commissions, authorities, and agencies; provided, however, that any change orders, extra work orders, and amendments to any such agreements or instruments that increase the initial contract amount above $1,000,000 shall require approval of the Board, and provided further, that any change orders, extra work orders and amendments that increase a contract or other agreement with an initial value of more

than $1,000,000 by ten percent or more shall require approval of the Board.

Next, Chair Pollack with agreement from Chair Aiello agreed to move Agenda Item 14, Commuter Rail Vision update, to a future meeting.

Next, Chair Pollack call upon Executive Director, Office of Transportation Planning David Mohler to present the final Joint Agenda Item 15, Allston Multi-Modal Update. Mr. Mohler provided the Boards with an update on the many ongoing elements of Allston/I-90 project, defined timelines and responsibility for each project element and described the current public outreach process for the project, as set forth in the attached document labeled "I-90 Allston Intermodal Project, September 17, 2018." Discussion ensued.

VOTED: to adjourn the MassDOT Board of Directors Meeting at 2:34. p .m.

Documents relied upon for this meeting:

Minutes of July 16, 2018

Highway's Administrator's Report, September 17, 2018

RMV Update, September 17, 2018

Regional Transit Authorities: New Metrics and Funding Provisions in FY19 Budget, September 17, 2018

Memo in support of 1% increase in Administrators' salaries

$462,575,000* Massachusetts Department of Transportation Metropolitan Highway System Revenue Refunding Bonds (Subordinated) Commonwealth Contract Assistance Secured 2018 Series B, September 17, 2018

Fore River Bridge, Longfellow Bridge Update, September 17, 2018

Unit A NAGE, Collective Bargaining Agreement, September 14, 2018

South Coast Rail – Phase I Service Project Briefing, September 17, 2018

Massachusetts Pedestrian Transportation Plan, September 17, 2018

Rail Vision, September 17, 2018